

Okotoks & District Chamber of Commerce Society Bylaws

Article 1 – GENERAL

1.1 The usual place of meeting shall be in the Town of Okotoks, Alberta

1.2 The Okotoks & District Chamber of Commerce Society shall be politically non-partisan and non-sectarian and shall neither take part in nor lend its influence to the election or appointment of any candidate for municipal, provincial or federal office.

Article 2 – INTERPRETATION

2.1 “Chamber” shall mean the Okotoks & District Chamber of Commerce Society.

2.2 “Board” shall mean the Board of Directors of the Chamber.

2.3 “Director(s)” shall mean the elected Members of the Board

2.4 “Executive” shall mean the Officers of the Chamber.

2.5 “Officers” of the Chamber shall mean: President, Two Vice Presidents, (herein referred to as “Vice-President”) Secretary, Treasurer and Past-President of the Chamber.

2.6 “Members” shall mean the persons or corporations who are Members of the Chamber in good standing.

2.7 “President” shall mean the President of the Chamber

2.8 “Town” shall mean the Town & District area of Okotoks in the Province of Alberta as defined by Statistics Canada for census purposes.

2.9 “Executive Director” (ED) shall mean the one employee of the Chamber who serves in the highest management or organizational position, as appointed from time to time by the board.

2.10 Annual General Meeting refers to the only General meeting of the Society.

2.11 In these by-laws, the use of the masculine gender shall be read as including the feminine gender.

Article 3 – MEMBERSHIP

3.1 Any reputable person directly or indirectly engaged or interested in trade, commerce or economic and social welfare shall be eligible for Membership in the Chamber, on agreement to be governed by the by-laws of the Chamber.

3.2 Associations, Partnerships, Corporations, Societies, or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Town may become Members of the Chamber, on agreement to be governed by the by-laws of the Chamber.

3.3 Employees of members in good standing are considered non-voting members and may be allowed to participate in Chamber programs in their capacity as an employee of a Chamber member.

3.4 All applications for Membership shall be regarded as a guarantee on the part of the applicant of interest in, and commitment to, the purposes of the Chamber and of adherence, if elected, to the Chamber's By-laws, Rules, Regulations, Responsibilities and Duties, and Policies.

3.5 Upon approval of the application by the Executive Director of the Chamber and upon payment by the applicant of the fees for that year, the applicant shall thereupon become a Member of the Chamber

3.6 The Executive reserves the right to refuse membership to any applicant for any reason.

3.7 The board may remove from the roll of Members the name of any new Member failing to pay annual dues within thirty days of admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board, all privileges of Membership shall be forfeited.

3.8 Classes of Membership shall be as determined from time to time by the Board but no changes in classification shall take effect until the beginning of the next fiscal period.

3.9 All Members who are in good standing and who have paid the current year's fees shall enjoy all the rights and privileges of the Chamber including right to vote, provided that full voting privileges of each Member named in section 3.2 shall be exercised by not more than one representative named by such Member. Only one representative named by such Member shall be eligible for election to the Board in any one year. Members may not change their representatives on the board unless done so through the regular board member election process at an Annual General Meeting or Special Meeting of the membership. Board members who change employment during their term, moving to work with another Member, may retain their position on the board at the discretion of the executive.

3.10 Honorary Memberships may be granted by the Board for reasons of distinguished service to the Chamber or the community at large, and the courtesy Membership shall include all the rights and privileges of the Chamber, excepting those of holding office and the right to vote with the exemption from all payment of all fees and dues. Honorary Memberships shall be for a period of one year and may be repeated.

3.11 Each Member upon admission shall be entitled to a Certificate of Membership in such form as the Board shall from time to time prescribe

3.12 Any Member may resign from Membership at any time upon written notice to the Secretary, but such resignation shall not relieve the Member from any financial obligations he may then owe the Chamber, and the Chamber is not responsible for the reimbursement of any funds paid for membership in that fiscal year.

3.13 In any case in which the Executive is of the opinion that the Membership of any person or organization ought to be reviewed in the general interest of the Chamber, it shall give written notice of not less than fifteen days to the Member that continuation of Membership will be considered at a meeting of the Executive. The Member does not hold the right to attend said Executive meeting. The Executive thereupon shall judge whether or not the Membership shall be cancelled, and its decision shall be final and binding, subject to the right of appeal hereinafter set forth.

3.14 Cancellation of Membership shall operate as forfeiture or extinguishment of all rights and privileges whatsoever of or incidental to Membership.

3.15 A Director or Officer who has a material interest in any corporation, partnership, sold proprietorship or other entity, which is a party to a contract or proposed contract with the Chamber, shall immediately disclose the nature and extent of their interest to the Board.

3.16 Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Chamber's business would not require approval by the Board and any Director or Officer interested such a contract shall not attend any discussions pertaining to and may not vote on any resolution to approve the contract.

Article 4 – DUES AND ASSESSMENTS

4.1 The annual scale of fees for each class of Membership shall from time to time be those prescribed by the Board.

Article 5 – THE BOARD

5.1 The government of the Chamber, the direction and administration of its work and business and the control and management of all the property now or hereafter acquired by the Chamber shall be vested in the Board.

5.2 The Board may from time to time:

- a. Borrow money upon credit of the Chamber;
- b. Limit or increase the amount to be borrowed; and if sanctioned by special resolution of the society;
- c. Issue bonds, debentures, debenture stock, or other securities of the Chamber, and pledge or sell the same for such sums and at such prices as may be deemed expedient. Debentures can only be issued by special resolution of the members;
- d. Hypothecate, mortgage or pledge the real or personal property of the Chamber or both to secure any such bonds, debentures, debenture stock, or other securities, and money borrowed for the purpose of the Chamber.

5.3 The Board may from time to time purchase, or authorize the purchase, or acquire, or authorize the acquisition of stocks, bonds or securities, and alienate, sell, convey or otherwise dispose of the same.

5.4. The Board shall consist of between ten and fifteen elected Directors including the Executive.

5.5 Directors of the Board shall be elected each year at the Annual General Meeting.

5.6 If any Director be absent without leave for three consecutive meetings without an excuse deemed valid by the Board, the Director shall for all purposes be deemed to have resigned, and the vacancy, whether caused thus or by actual resignation, death or other reasons shall be left absent until the next Annual General Meeting or, if deemed necessary by the board, a Special Meeting can be arranged where the vacant position can be filled through a general election for any vacant positions.

5.7 Any Officer or Director may be suspended from office or have their tenure of office terminated, if in the opinion of the Board they are deemed to be negligent in the performance of any duties. Negligence can include, but is not limited to:

- a. Failure to comply with the Society Bylaws
- b. Conduct that is deemed inappropriate or disruptive to the effective and cohesive operation of Chamber business

- c. Failure to comply with any policies or procedures of the Chamber
- d. Conduct that is deemed to have a negative financial impact on the Chamber
- e. Failure to remain in good financial standing with the Chamber

Any Officer or Director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next general meeting, at which the Member is eligible to be re-elected to the board.

5.8 Any seven or more Directors of the Board, including the President or Vice-President, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

5.9 The President shall preside at meetings of the Board. The president shall not make motions to the board and shall vote only in the case of a tie.

5.10 The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, the government of the Town of Okotoks, the government of the Foothills County, or others, as it may determine or as may be required by vote of a majority of Members present at any general meeting.

5.11 The Board may suspend any chairperson from office or have their office terminated for just cause. Any committee may be terminated by the Board.

5.12 Any Member of the Chamber may attend meetings of the Board and participate in discussion but shall have no vote unless he is a Director.

Article 6 – OFFICERS

6.1 The President shall be elected by the Membership of the Chamber at the Annual General Meeting. Any Member who has served a minimum of one year as an Officer during the past 3 years is eligible to stand for election as the President. The term of President shall be for one (1) year. The President shall be eligible to run for re-election two (2) times, making the longest possible tenure as President three (3) consecutive years. After a minimum of one (1) year as past president, any Past President is once again eligible to run for the position of Director or any Officer position, including President under the same term limits as stated above in section 6.1.

6.2 Per section 2.5, the Executive may include up to two (2) Vice-Presidents. The Vice-President shall be elected by the Membership of the Chamber at the Annual General Meeting. Any Member who has served a minimum of one year as a Director during the past 3 years is eligible to stand for election as the Vice-President. The term of Vice-President shall be for one (1) year. The Vice-President shall be eligible to run for re-election two (2) times, making the longest possible tenure as Vice-President three (3) consecutive years. Upon completion of a Vice-President term, a past Vice-President is eligible to sit as a Director on the board, and after a minimum of one (1) year, any Past Vice-President is once again eligible to run for the position of Vice-President or another Officer position under the same term limits as stated in section 6.1, 6.2, or 6.3

6.3 The Secretary and Treasurer shall be appointed annually by the Board from amongst its Directors.

6.4 The President shall preside at all meetings of the Chamber and Board. The President shall regulate the order of business at such meetings, receive but not put lawful motions and communicate to the meeting what he may think concerns the Chamber. The President shall sign all documents requiring signature on behalf of the Chamber, unless another Officer is so designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.

6.5 The Vice-President shall act in the absence of the President and from time to time as appointed by the President shall perform the powers and functions of the President. No person shall be eligible for the position of Vice-President unless he shall be a Member of the Chamber in good standing continuously for a period of not less than one year, has been a Director or Officer for not less than one year, and will allow his name to stand in the next Presidential election.

6.6 The President and Vice-President, before taking office, shall take and subscribe before the Mayor, a representative of the Town as assigned by the Mayor, or before any justice of the peace, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as (President/Vice-President) of The Okotoks & District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same."

6.7 The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a financial institution, selected by the Board, out of such funds he shall pay or cause to be paid, amounts approved by the Board in the annual budget and shall keep or cause to be kept a regular account of the income and expenditure of the Chamber and submit or cause to be submitted an audited statement thereof for presentation to the annual general meeting and at any other time required by the Board. The Treasurer shall make such investment of the funds of the Chamber as the Board may direct. He shall hold signing authority so as to sign all notes, drafts, and cheques as required from time to time.

6.8 The Secretary shall, in the absence of the Executive Director, fulfill his functions at meetings of the Board.

6.9 The Executive Director shall be hired by the Executive and may receive remuneration for such position as stipulated in writing. From time to time this position may be advertised for submissions by interested applicants. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of account and maintain an accurate record of the proceedings of the Chamber, the Board and all Committees. At the expiration of his contract he shall deliver to the Board all books, papers, and property of the Chamber. The Executive Director shall not have the right to vote on resolutions of the Board.

6.10 The Board may hire or cause to be hired such other persons for contract work at such time that in the opinion of the Board there is a need for a certain position. The person hired may receive remuneration for such position as stipulated in a contract agreement. From time to time this position may be advertised for submissions by interested applicants. Job description and term of contract will be determined by the Board at the time of hiring. Persons hired by the Board for contractual positions shall not have the right to vote on resolutions of the Board.

6.11 No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

6.12 The President's and Vice-President's terms of office shall be one year, as described in section 6.1 and 6.2. The term of office for all other elected Officers and Directors shall be for one year beginning at the Annual General Meeting following their election and continue thereafter until their successors have been elected.

6.13 Should an officer of the board discontinue employment with a Member, he may retain his officer position until the next AGM or SGM, but must be employed by a Member in good standing to be eligible to continue the remainder of his term, or to be eligible to run for another term at said AGM or SGM.

Article 7 – MEETINGS

7.1 The Annual General Meeting of the Chamber shall be held in the month of January in each year at the time and place determined by the Board. At least two weeks' notice of the Annual General Meeting shall be given to all members by e-mail. At any Annual General Meeting ten (10) members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

A minimum of 7 regular meetings of the Chamber shall be held annually at the time and place determined by the Board.

7.2 Special meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three Directors of the Board or any ten Members of the Chamber. At least one day's notice of such meetings shall be given to members by e-mail. At any Special Meeting ten (10) members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

7.3 Minutes of the proceedings of all Board meetings shall be entered in the books to be kept for that purpose, by or caused by the Secretary.

7.4 All books of the Chamber shall be opened all at reasonable hours to any Member of the Chamber, free of charge.

Article 8 – ELECTIONS

8.1 The nominating committee shall consist of the presiding President and the past President and a Director not running in the election. The past President shall be the Chairperson. The Committee shall nominate candidates for the position of President, Vice-President, and Directors. The nominating committee shall use its best efforts to nominate candidates for Director from Members working in a variety of business areas in Okotoks and a variety of occupations and professions, failing which these positions may be filled by nominees from the general membership.

8.2 Additional nominations for the offices of President, Vice President and Directors may be made by any Member of the Chamber, but such must be in writing containing the Member's signature and bear in writing the consent of the Member so nominated to act and be delivered to the Chamber office not later than seven days prior to the date of the Annual General Meeting. Eligibility for such positions is outlined in Article 6.

8.3 The President, Vice-President and Directors will be elected by ballot or by show of hands, at the discretion of the President, at the Annual General Meeting.

8.4 The elected Directors shall remain in office for two years commencing on the date of their election and ending when their successors are elected into office or at the end of the first General Membership Meeting at the end of their two-year term, whichever shall occur first.

8.5 In the case of a tie vote, the selection of one of those so tied shall be made by a lot under the direction of the nominating committee.

Article 9 – VOTING RIGHTS

9.1 Every Member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership or an Estate Member shall, in each such case be assigned to individuals.

9.2 Voting at Board or general meetings shall normally be by show of hands, or if requested by the Chairperson, by standing vote. If, under exceptional circumstances, Board meetings called by the President or Vice-President may be held by telephone or by e-mail. Under the exceptional circumstances Directors and Officers may also be requested to vote on isolated issues by e-mail. A roll call vote shall be taken if requested by five Members providing such request received the approval of two-thirds of the Members assembled. The minutes of the telephone conference will be reviewed at the next meeting of the Board.

9.3 The presiding Officer shall vote only in the case of a tie. Upon an appeal being made from decision of the presiding Officer, the vote of the majority shall decide.

9.4 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these by-laws.

Article 10 – COMMITTEES

10.1 The Board shall establish such operating, organization and action or special Committees as the Board may from time to time find to be in its best interests. The Board may from time to time dissolve, suspend or re-establish the operating organization or any Committee

10.2 The duties of the Committees shall be to carry out the goals and objectives set by the Board. In regard to the special work suggested by the respective titles; to investigate, make recommendations and reports on specific matters referred to them by the Board. Each Committee shall submit to the Board a report overview and review of its proceedings at least once a year.

10.3 The position of Committee Chair shall be held for not longer than 4 consecutive years.

Article 11 – AUDITORS

11.1 Two individuals from the board shall be appointed annually by the board to act as auditors and they shall audit the books and accounts of the Chamber each year. The year end of the Chamber is December 31. An audited financial statement shall be presented by the Treasurer to the Membership within the first ninety days of the year and at any other time required by the Board of Directors.

12.1 The fiscal year of the Chamber shall commence on the 1st day of January in each year.

Article 13 – BY-LAWS

13.1 By-laws may be made, repealed or amended by a minimum of seventy-five (75%) percent of the Members of the Chamber, present at any general meeting, by a “Special Resolution.” Members shall be given twenty-one days or more notice of a meeting where such a Special Resolution would be presented by e-mail.

Article 14 - AFFILIATION

14.1 The Chamber at the discretion of the Board shall have the power to affiliate with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce, and other organizations in which Membership may be in the interest of the Chamber.

Article 15 – APPEALS

15.1 When the Executive makes a decision to cancel the Membership of a person or organization under Section 3.12 or to suspend or terminate the office of an Officer or Director under Section 5.7, the Executive shall send a written Notice of Decision by email to the person or organization in question. The Notice of Decision shall notify the person or organization that they have a right to appeal the decision of the Executive. The person or organization may then appeal the decision of the Executive to the Board under Section 3.12 or to the Members under Section 5.7 by sending a Notice of Appeal to the Board within twenty days from the date on the Notice of Decision. The Board will set a date of hearing for the appeal within twenty days of the date on the Notice of Appeal. The date, time and place of the appeal shall be determined by the Board.

15.2 If the appeal is to be heard by the Members, the Board shall forthwith send out a special notice to the Members advising them of the date, time and place of appeal.

15.3 At the hearing of the appeal, the appellant may make oral or written submissions on their own behalf and may present other witnesses to also speak or submit written evidence on their behalf.

15.4 Following a hearing before the Board, the Board shall convoke in camera and a written Notice of Decision on Appeal shall be rendered to the appellant within twenty days of the appeal.

15.5 Following presentation of submissions before the Members, the appellant and the appellant’s witnesses, if any, shall leave the hearing. The Members shall discuss the appeal in open forum until a consensus has been reached. Once a consensus has been reached, the Members shall draft a written Notice of Decision on Appeal which shall be sent forthwith by mail to the appellant.

15.6 There are no further appeals to the Executive, Board or Members from the Notice of Decision on Appeal.

Article 16 – REMUNERATION

16.1 Unless authorized at any meeting and after notice of same shall be given, no Director, Officer, or Member of the Chamber shall receive any remuneration for his services.

Article 17 – PROCEDURE

17.1 Parliamentary procedure shall be followed at all General and Board meetings, in accordance with “Robert Rules of Order”.

Article 18 – MINUTES AND SEAL

18.1 It shall be the duty of the Executive Director to attend all meetings of the Board. The Executive Director shall have charge of the seal of the Board which seal whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either act, the Vice-President. In case of the absence of the Secretary, his duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.